

RICHMOND LEASING COMPANY

1700 West Loop South
Suite 1500

Houston, Texas 77027

RECORDATION NO. 9246-21
Filed 1425

JUL 20 1979 - 4 30 PM

RECORDATION NO. 9246-21
Filed 1425

JUL 20 1979 - 4 30 PM

July 20, 1979

INTERSTATE COMMERCE COMMISSION

JUL 20 1979

Date 30.02

RECORDATION NO. 9246-21
Filed 1425

JUL 20 1979 - 4 30 PM

ICC Washington, D. C.

Secretary

Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

INTERSTATE COMMERCE COMMISSION

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of July 20, 1979, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);

2. Three (3) executed counterparts of a Bill of Sale dated as of July 20, 1979, between Richmond Leasing Company and Mercantile National Bank at Dallas; and

3. Three (3) executed counterparts of a Second Supplement to Equipment Trust Agreement dated as of July 20, 1979, among Mercantile National Bank at Dallas, Trustee, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

The Assignment, Bill of Sale and Second Supplement have been executed in connection with an Equipment Trust Agreement dated as of February 1, 1978 (including a First Supplement to Equipment Trust Agreement and a Release of Equipment

RECEIVED

Secretary
Interstate Commerce Commission
July 20, 1979
Page -2-

from Equipment Trust Agreement), and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.

The Second Supplement adds to the Equipment Trust Agreement the equipment described in Exhibit B hereto.

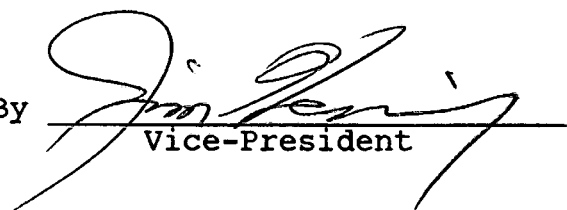
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment and Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice-President

RICHMOND LEASING COMPANY
Equipment Trust, Series 12

RECORDATION NO. 9246 Filed 1425

JUL 20 1979 4:32 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 20th day of July, 1979, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of February 1, 1978, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of May 31, 1978, and the Release of Equipment from Equipment Trust Agreement dated as of May 31, 1978.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold

interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By William Walton, Jr.
William Walton, Jr.,
President

(SEAL)

ATTEST:

Kenneth W. Harbin
Kenneth W. Harbin, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared WILLIAM WALTON, JR., President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 20 day of July, 1979.

Paul Leavelle
Notary Public in and For
Harris County, T E X A S

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
5 tank cars	DOT 111A100W5	20,800	RTMX 2094 thru 2098
1 tank car	DOT 105A300W	34,000	RTMX 4686

EXHIBIT B

1. Riders 10 and 10A dated May 15, 1979, to Tank Car Lease and Service Contract dated November 8, 1976, between Richmond Leasing Company and Mobay Chemical Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	20,800 gallon DOT 111A100W5	RTMX 2094 thru 2098

2. Tank Car Lease and Service Contract dated November 21, 1977, between Richmond Leasing Company and Petrolane Transport, and containing Riders 1 and 2, both dated as of November 21, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 gallon DOT 105A300W	RTMX 4686